

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 25-10068 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	

**SUMMARY OF FOURTH MONTHLY FEE APPLICATION OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL  
LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,  
FOR THE PERIOD FROM MAY 1, 2025, THROUGH AND INCLUDING MAY 31, 2025**

Name of Applicant:	<u>Kirkland &amp; Ellis LLP</u> <u>Kirkland &amp; Ellis International LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>March 4, 2025, effective as of January 15, 2025</u>
Period for which compensation and reimbursement is sought:	May 1, 2025, through May 31, 2025
Amount of Compensation sought as actual, reasonable and necessary:	\$514,317.20 (80% of \$642,896.50)
Amount of Expense reimbursement sought as Actual, reasonable, and necessary:	\$34,515.33
This is a(n) <u>  X  </u> monthly <u>      </u> interim <u>      </u> final application	

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

**Summary of Hours by Professional Billed From  
May 1, 2025, through May 31, 2025**

<b>Professional Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Olivia Acuna	Associate	Restructuring	2021	\$1,465.00	80.40	\$117,786.00
Nick Anderson	Associate	Restructuring	2023	\$1,065.00	3.20	\$3,408.00
Lindsey Blumenthal	Associate	Restructuring	2018	\$1,525.00	29.60	\$45,140.00
Devon N. Chenelle	Associate	Restructuring	2023	\$880.00	2.10	\$1,848.00
Chad B. Crowell	Associate	International Trade	2020	\$1,465.00	1.30	\$1,904.50
Kaitlan Donahue	Associate	Restructuring	2024	\$880.00	27.50	\$24,200.00
Fredrica George	Associate	Restructuring	2024	\$1,065.00	10.40	\$11,076.00
Liz Ji	Associate	Taxation	2021	\$1,395.00	0.50	\$697.50
Alec Klimowicz	Associate	Restructuring	2024	\$880.00	62.70	\$55,176.00
Kelly Meyer	Associate	Restructuring	2023	\$1,065.00	39.80	\$42,387.00
Joshua Raphael	Associate	Restructuring	2023	\$1,195.00	3.00	\$3,585.00
Nick Stratman	Associate	Restructuring	2023	\$1,065.00	54.00	\$57,510.00
Matt Waldrep	Associate	Restructuring	2021	\$1,195.00	148.40	\$177,338.00
Andrew Zhang	Associate	Taxation	2024	\$925.00	0.20	\$185.00
James Ziemba	Associate	Restructuring	2025	\$880.00	0.50	\$440.00
Susan D. Golden	Partner	Restructuring	1988	\$1,795.00	3.80	\$6,821.00
Jeff Michalik	Partner	Restructuring	2017	\$1,735.00	21.20	\$36,782.00
William T. Pruitt	Partner	Litigation - General	2004	\$1,895.00	1.20	\$2,274.00
Anup Sathy, P.C.	Partner	Restructuring	1995	\$2,595.00	3.90	\$10,120.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$2,075.00	0.50	\$1,037.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,595.00	0.10	\$259.50
Nicholas Warther	Partner	Taxation	2017	\$1,825.00	0.30	\$547.50
Michael C. Whalen	Partner	Litigation - General	2015	\$1,525.00	7.30	\$11,132.50
Aparna Yenamandra, P.C.	Partner	Restructuring	2013	\$1,995.00	12.90	\$25,735.50

<b>Professional Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Christian Mancino	Junior Paralegal	Restructuring	N/A	\$395.00	4.40	\$1,738.00
Julia F. Burnson	Paralegal	Restructuring	N/A	\$685.00	5.50	\$3,767.50
<b>Total</b>					<b>524.70</b>	<b>\$642,896.50</b>

**Compensation By Project Category**  
**From May 1, 2025, through May 31, 2025**

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
3	Adversary Proceeding & Contested Matters	8.10	\$12,869.50
4	Corporate & Governance Matters	3.60	\$6,395.00
5	Disclosure Statement/Plan/Confirmation	272.00	\$324,761.50
6	Cash Collateral	2.20	\$2,737.00
8	Automatic Stay Issues	34.20	\$41,635.50
10	Executory Contracts & Unexpired Leases	59.60	\$73,190.00
11	Business Operations	0.40	\$586.00
12	Claims Administration	36.70	\$49,111.00
14	Creditor and Stakeholder Communications	0.20	\$379.00
18	Utilities	0.30	\$319.50
19	Tax Matters	1.30	\$2,188.50
20	Case Administration	12.20	\$13,591.00
21	Retention – K&E	66.00	\$78,290.00
22	Retention – Non K&E	1.30	\$1,518.50
23	Vendor Matters	17.10	\$23,771.50
24	Litigation	2.50	\$4,047.50
27	Employee and Labor Matters	7.00	\$7,505.50
28	Expenses	-	\$34,515.33
<b>Total</b>		<b>524.70</b>	<b>\$642,896.50</b>

**Expense Summary**

<b>Expense</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Standard Copies or Prints		\$84.30
LexisNexis Research		\$52.72
Overtime Transportation		\$102.29
Overtime Meals - Attorney		\$298.80
Computer Database Research - Soft		\$31.80
Color Copies or Prints		\$16.50
Other Court Costs and Fees		\$32,980.71
Computer Database Research		\$8.00
Westlaw Research		\$940.21
<b>TOTAL</b>		<b>\$34,515.33</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10068 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Obj. Deadline: August 28, 2025, at 4:00 p.m. (ET)</b>

**FOURTH MONTHLY FEE APPLICATION OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,  
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
THE PERIOD FROM MAY 1, 2025, THROUGH AND INCLUDING MAY 31, 2025**

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of March 1, 2025*, entered March 4, 2025 [Docket No. 545] (the “Retention Order”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, entered March 4, 2025 [Docket No. 552] (the “Interim Compensation Order”), and the Local Rules for the United States Bankruptcy Court District of Delaware (the “Local Rules”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby files this monthly

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of \$514,317.20 (80% of \$642,896.50) for the reasonable and necessary legal services K&E rendered to the Debtors from May 1, 2025 through May 31, 2025 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$34,515.33 during the Fee Period.

### **Itemization of Services Rendered and Disbursements Incurred**

1. In support of this Monthly Fee Statement, attached are the following exhibits:
  - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$642,896.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$514,317.20 in the aggregate).
  - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 524.70 hours in connection with these chapter 11 cases during the Fee Period.
  - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
  - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.<sup>2</sup>

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to

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<sup>2</sup> K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

make further application to the United States Bankruptcy Court for the District of Delaware for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$548,832.53 consisting of (a) \$514,317.20, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$34,515.33 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: August 7, 2025  
Wilmington, Delaware

/s/ Patrick J. Reilley

**COLE SCHOTZ P.C.**

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